

EXHIBIT C

From: Christopher C. Maeso [mailto:CMaeso@dickinson-wright.com]
Sent: Thursday, September 22, 2005 2:38 AM
To: brett.a.lendzion@delphi.com; Roberson, Mike
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rbruno@cepcarlisle.com; Christopher C. Maeso; Karen.J.Craft@delphi.com
Subject: Execution Version of Lake City Purchase Agreement

Attached please find an execution copy of the Asset Purchase Agreement and all of the related Schedules other than Schedule 6.1--the Retention and Staffing Plan, which schedule I could not attach to this email. Please note that there was one change in the Agreement from yesterday based on conversations between Rob and Dana. In Section 1.8(c), it no longer says that there will be a two week inventory build for the five parts that were called out separately, but rather a one to five week build for such parts. This was the only change to the agreement that went out after our call.

Please execute two originals of the Agreement in counterparts, and please send one of the two executed originals to Carlisle. Carlisle will likewise send you one original for Delphi's files. In order to expedite the wire transfer, I would also suggest that Delphi and Carlisle each fax one signed agreement to the other person.

It is my understanding that Delphi still needs Carlisle's wiring instructions. Delphi will be able to initiate the wire transfer, which at this point will not be received by Carlisle until tomorrow, upon receipt of a signed copy of the Agreement by fax, and a signed copy of the Bill of Sale by fax, which I understand Carlisle is preparing now.

The Schedules to the Agreement should be attached by each party to the Agreement, and I would ask Mike to send a stand-alone copy of Schedule 6.1 so that it too can be attached.

Please let me know if you have any questions or comments.

It has been a pleasure working with everyone.

Thanks

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(See attached file:
BLOOMFIELD-#708857-v10-Delphi_Carlisle_Equipment_Purchase_Agreement.DOC)
(See attached file:
BLOOMFIELD-#717411-v1-Delphi_Lake_City_Asset_Purchase_Schedules.XLS)